

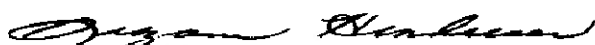
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Tarrant County Texas

Official Public Records

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NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT TO OIL AND GAS LEASE

STATE OF TEXAS

§

KNOW ALL MEN BY THESE PRESENTS:

§

COUNTY OF TARRANT

§

WHEREAS, on April 7th, 2008, an Oil, Gas and Mineral Lease was entered into by and between **Atmore, Donald Ray** whose address is listed as 3115 Dorchester Dr, Arlington, TX 76014 herein called "Lessor," and **Paloma Barnett, LLC**, whose address is 1021 Main Street, Suite 2600, Houston, Texas 77002, Lessee; said Oil and Gas Lease is evidenced by a No Surface Use Oil and Gas Lease which is recorded in the Official Public Records of Tarrant County, Texas as **D208375755**;

WHEREAS, Lessee, its successors and assigns, desire to amend said Oil and Gas Lease as set forth below;

1) The Lease states that the Lessor is as follows:

Atmore, Donald Ray

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The Lessor Identification within the said Oil and Gas Lease as referenced above filed in the Official Public Records of Tarrant County, Texas is deleted in its entirety and substituted with the following Lessor Identification:

Donald Ray Atmore, a single man

2) The Lease states that the land covered thereby (the "leased premises") is described as follows:

0.236 acres of land, more or less, also being know as _Blk 1 Lot 20, of the Harvest Hills III Addition, an addition to the City of Arlington, Tarrant County, Texas, out of the J. Coombs Survey, Abstract Number 316 Tarrant County, Texas, and amendments thereof, including streets, easements, and alleyways adjacent thereto, and any riparian rights.

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The PROPERTY DESCRIPTION within the said Oil and Gas Lease as referenced above filed in the Official Public Records of Tarrant County, Texas is deleted in its entirety and substituted with the following Property Description:

0.2360 acres of land, more or less, also being known as Lot 20, Block 1, of the Harvest Hills III Addition, an addition to the City of Arlington, Tarrant County, Texas, according to the Plat recorded in Volume 388-124, Page 37, Plat Records, Tarrant County, Texas, out of the J.W. Gorbett Survey, Abstract Number 607, Tarrant County, Texas, and amendments thereof, including streets, easements, and alleyways adjacent thereto, and any riparian rights.

In the event of a conflict between the provisions contained in this instrument and any other provisions contained in the Lease, the provisions contained in this instrument shall prevail to the extent of such conflict; in all other respects the Lease shall remain in full force and effect.

Lessor(s) further acknowledge the Oil and Gas Lease as being valid and subsisting and in full force and effect and all of the rights granted to Lessee under the Oil and Gas Lease shall continue in full force and effect as to the terms and provisions of the Oil and Gas Lease.

IN WITNESS WHEREOF, this instrument is executed as of the date of acknowledgment of signature below, but shall be deemed effective for all purposes as of the date of the lease.

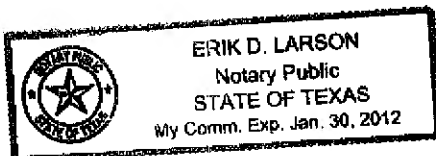
Lessor:

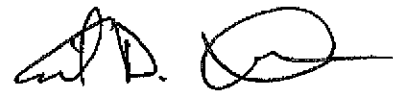
By: 
Donald Ray Atmore

ACKNOWLEDGMENT

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This instrument was acknowledged before me on the 19th day of May 2010, by **Donald Ray Atmore**.




Notary Public, State of Texas

ACKNOWLEDGMENT

STATE OF _____ §
 §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the ____ day of _____, 2010, by Henry S. Hood, Sr. Vice President – Land and Legal & General Counsel, on behalf of CHESAPEAKE EXPLORATION, L.L.C.

Notary Public in and for The State of _____

Lessee(s):

CHESAPEAKE EXPLORATION, L.L.C.

By: _____
Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel

TOTAL E&P USA, INC., a Delaware corporation

By: _____
Eric Bonnin, Vice President
Business Development and Strategy

ACKNOWLEDGMENT

STATE OF _____ §
 §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the ____ day of _____, 2010, by **Henry S. Hood, Sr. Vice President – Land and Legal & General Counsel**, on behalf of **CHESAPEAKE EXPLORATION, L.L.C.**

Notary Public in and for The State of _____

STATE OF _____ §
 §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this ____ day of _____, 2010, by **Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and behalf of such corporation.

Notary Public in and for The State of _____